



Branch Return Address

RECORDATION NO. 21966

FILED

January 11, 1999

JAN 15 1999

4-00PM

Branch Direct Telephone

Surface Transportation Board  
1925 K Street NW  
Washington, D.C. 20423

Dear Surface Transportation Board:

Enclosed please find an original and a copy of a UCC-1 filing for Alfa 1 Partnership. Please record the filing and return it to me at the following address:


Banco Popular IL  
4801 W. Fullerton Ave  
Chicago, IL 60639

Attn: Ana Gonzalez

A cashier's check in the amount of \$26.00 is enclosed for the filing fee.

Should you have any questions, feel free to contact me at 773-836-4265.

Sincerely,

  
Ana Gonzalez  
Loan Processor

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

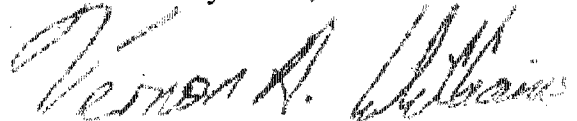
OFFICE OF THE SECRETARY

Ana Gonzalez  
Banco Popular  
4801 W Fullerton Avenue  
Chicago, Illinois 60639-2594

Dear Sir/Madam

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/15/99 at 4:00 PM , and  
assigned recordation numbers (s): 21966.

Sincerely Yours,



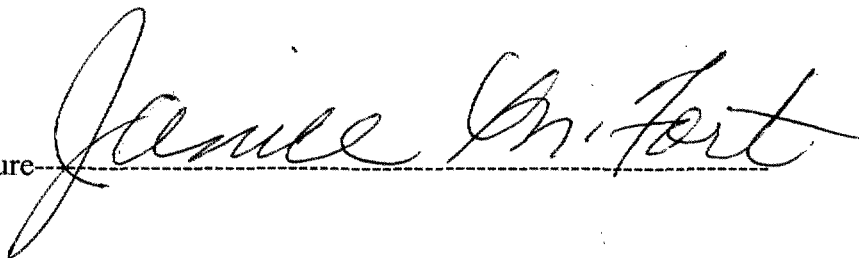
Vernon A. Williams

Enclosure(s)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



**FINANCING STATEMENT – FOLLOW INSTRUCTIONS CAREFULLY**

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

RECORDATION NO. **21966** FILED

JAN 15 '99

4-00PM

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT.# (optional)
C. RETURN COPY TO: (Name and Mailing Address)	
<p><b>Banco Popular, Illinois</b>  <b>4801 W. Fullerton Avenue</b>  <b>Chicago, IL 60639</b></p>	
D. OPTIONAL DESIGNATION (if applicable): <input type="checkbox"/> LESSOR/LESSEE <input type="checkbox"/> CONSIGNOR/CONSIGNEE <input type="checkbox"/> NON-UCC FILING	

**1. DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (1a or 1b)**

1a. ENTITY'S NAME <b>ALFA 1 Partnership</b>					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS <b>112 Water Street</b>			CITY <b>Naperville</b>	STATE <b>IL</b>	COUNTRY <b>POSTAL CODE</b> <b>60540</b>
1d. S.S. OR TAX I.D.# <b>36-3310661</b>	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (2a or 2b)**

2a. ENTITY'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	COUNTRY POSTAL CODE
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

**3. SECURED PARTY'S (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME – insert only one secured party name (3a or 3b)**

3a. ENTITY'S NAME <b>Banco Popular, Illinois</b>					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS <b>4801 W. Fullerton Avenue</b>			CITY <b>Chicago</b>	STATE <b>IL</b>	COUNTRY POSTAL CODE <b>60639</b>

**4. This FINANCING STATEMENT covers the following types or items of property:**

See Attached Exhibit "A"; whether any of the foregoing is owned now or acquired later; all accessions, additions, replacements, and substitutions relating to any of the foregoing; all records of any kind relating to any of the foregoing; all proceeds relating to any of the foregoing (including insurance, general intangibles and accounts proceeds).

5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or (b) in accordance with other statutory provisions [additional data may be required]	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input checked="" type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S)  <b>Eugene R. Constance, General Partner</b> <b>Loretta L. Constance, General Partner</b>	8. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable) 9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2

CFI ProServices, Inc. 400 S.W. 6th Avenue, Portland, Oregon 97204

**FINANCING STATEMENT – FOLLOW INSTRUCTIONS CAREFULLY**

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT.# (optional)
C. RETURN COPY TO: (Name and Mailing Address)	
<div style="border: 1px solid black; width: 80%; margin: 0 auto; padding: 10px;"> <b>Banco Popular, Illinois</b>  <b>4801 W. Fullerton Avenue</b>  <b>Chicago, IL 60639</b> </div>	
D. OPTIONAL DESIGNATION (if applicable): <input type="checkbox"/> LESSOR/LESSEE <input type="checkbox"/> CONSIGNOR/CONSIGNEE <input type="checkbox"/> NON-UCC FILING	

**1. DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (1a or 1b)**

1a. ENTITY'S NAME <b>ALFA 1 Partnership</b>				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS <b>112 Water Street</b>		CITY <b>Naperville</b>	STATE <b>IL</b>	COUNTRY <b></b>
1d. S.S. OR TAX I.D.# <b>36-3310661</b>		1e. TYPE OF ENTITY OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	
			1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (2a or 2b)**

2a. ENTITY'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	COUNTRY
2d. S.S. OR TAX I.D.#		2e. TYPE OF ENTITY OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	
			2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

**3. SECURED PARTY'S (ORIGINAL S/P OR ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME – insert only one secured party name (3a or 3b)**

3a. ENTITY'S NAME <b>Banco Popular, Illinois</b>				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS <b>4801 W. Fullerton Avenue</b>		CITY <b>Chicago</b>	STATE <b>IL</b>	COUNTRY <b></b>
		POSTAL CODE <b>60639</b>		

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5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or (b) in accordance with other statutory provisions (additional data may be required)	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input checked="" type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S)  <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">   <b>Eugene R. Constance, General Partner</b>    <b>Loretta L. Constance, General Partner</b> </div> <div style="width: 50%;"> 8. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable)  9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 </div> </div>	

CFI ProServices, Inc. 400 S.W. 6th Avenue, Portland, Oregon 97204

## General Instructions for National Financing Statement (Form UCC1) (Trans)

Please type or laser-print this form. Be sure it is completely legible. Read all Instructions.

Fill in form very carefully; mistakes may have important legal consequences. Follow Instructions completely. If you have any questions, consult your attorney. Filing officer cannot give legal advice.

Do not insert anything in the open space in the upper portion of this form; it is reserved for filing officer use.

When properly completed, send Filing Officer Copy, with required fee, to filing officer. If you want an acknowledgment, also send Acknowledgment Copy, otherwise detach. If you want to make a search request, complete item 9 and send Search Request Copy, otherwise detach. Always detach Debtor and Secured Party Copies.

If you need to use attachments, use 8-1/2 X 11 inch sheets and put at the top of each additional sheet the name of the first Debtor, formatted exactly as it appears in item 1 of this form; you are encouraged to use Addendum (Form UCC1Ad).

### Item Instructions

1. **Debtor name:** Enter only Debtor name in item 1, an entity's name (1a) or an individual's name (1b). Enter Debtor's exact full legal name. Don't abbreviate.
- 1a. **Entity Debtor.** "Entity" means an organization having a legal identity separate from its owner. A partnership is an entity; a sole proprietorship is not an entity, even if it does business under a trade name. If Debtor is a partnership, enter exact full legal name of partnership; you need not enter names of partners as additional Debtors. If Debtor is a registered entity (e.g., corporation, limited partnership, limited liability company), it is advisable to examine Debtor's current filed charter documents to determine correct name, entity type, and state of organization.
- 1b. **Individual Debtor.** "Individual" means a natural person and a sole proprietorship, whether or not operating under a trade name. Don't use prefixes (Mr., Mrs., Ms.). Use suffix box only for titles for lineage (Jr., Sr., III) and not for other suffixes or titles (e.g., M.D.). Use married woman's personal name (Mary Smith, not Mrs. John Smith). Enter individual Debtor's family name (surname) in Last Name box, first given name in First Name box, and all additional given names in Middle Name box.  
For both entity and individual Debtors: Don't use Debtor's trade name, D/B/A, A/K/A, F/K/A, etc. in place of Debtor's legal name; you may add such other names as additional Debtors if you wish.
- 1c. An address is always required for the Debtor named in 1a or 1b.
- 1d. Debtor's social security or tax identification number is required in some states. Enter social security number of a sole proprietor, not tax identification number of the sole proprietor.
- 1e,f,g. "Additional information re entity Debtor" is optional. It helps searchers to distinguish this Debtor from others with the same or a similar name. Type of entity and state of organization can be determined from Debtor's current filed charter documents. Organizational I.D. number, if any, is assigned by the agency where the charter document was filed; this is different from taxpayer I.D. number; this should be entered preceded by the 2-character U.S. Postal identification of state of organization (e.g., CA12345, for a California corporation whose organizational I.D. number is 12345).

Note: If a Debtor is a transmitting utility as defined in applicable Commercial Code, attach Addendum (Form UCC1 Ad) and check box Ad8.

2. If an additional Debtor is included, complete item 2, determined and formatted per Instruction 1. To include further additional Debtors, or one or more additional Secured Parties, attach either Addendum (Form UCC1Ad) or other additional page(s), using correct name format. Follow Instruction 1 for determining and formatting additional names.
3. Enter information, determined and formatted per Instruction 1. If there is more than one Secured Party, see Instruction 2. If there has been a total assignment of the Secured Party's interest prior to filing this form, you may provide either assignor Secured Party's or assignee's name and address in item 3.
4. Use item 4 to indicate the types or describe the items of collateral. If space in item 4 is insufficient, put the entire collateral description or continuation of the collateral description on either Addendum (Form UCC1Ad) or other attached additional page(s).
- 5,6. All Debtors must sign. Under certain circumstances, Secured Party may sign instead of Debtor; if applicable, check box in item 5 and provide Secured Party's signature in item 6, and under certain circumstances, in some states, you must also provide additional data; use Addendum (Form UCC1Ad) or attachment to provide such additional data.
7. If filing in the state of Florida you must check one of the two boxes in item 7 to comply with documentary stamp tax requirements.
8. If the collateral consists of or includes fixtures, timber, minerals, and/or mineral-related accounts, check the box in item 8 and complete the required information on Addendum (Form UCC1Ad). If the collateral consists of or includes crops, consult applicable law of state where this Financing Statement is to be filed and complete Ad3b, and Ad4 if required, on Addendum (Form UCC1Ad) and, if required, check box in item 8.
9. Check box 9 to request Search Certificate(s) on all or some of the Debtors named in this Financing Statement. The Certificate will list all Financing Statements on file against the designated Debtor currently effective on the date of the Certificate, including this Financing Statement. There is an additional fee for each Certificate. This item is optional. If you have checked box 9, file copy 3 (Search Request Copy) of this form together with copies 1 and 2. Not all states will honor a search request made via this form; some states require a separate request form.

### Instructions re Optional Items A-D

- A. To assist filing officers who might wish to communicate with filer, filer may provide information in item A. This item is optional.
- B. If filer has an account with filing officer or is authorized to pay fees by means of a card (credit or debit) and wishes to use such means of payment, check the appropriate box and enter filer's account number in item B, or, in the alternative, filer may present this information by a cover letter.
- C. Complete item C if you want acknowledgment copy returned and you have presented simultaneously a carbon or other copy of this form for use as an acknowledgment copy.
- D. If filer desires to use titles of lessee and lessor, or consignee and consignor, instead of Debtor and Secured Party, check the appropriate box in item D. This item is optional. If this is not a UCC security interest filing (e.g., a tax lien, judgment lien, etc.), check the appropriate box in item D, complete items 1-9 as applicable and attach any other items required under other law.

**EXCEL RAILCAR SERVICES, INC.**  
**COVERED HOPPER RAILCARS - 3850 CU. FT.**

Car Numbers  
ERSX 1011 to 1020

Product Type .....	LO Type Covered Hoppers
Quantity .....	Ten (10) Cars
Cubic Feet Capacity .....	3850 cu. ft. capacity
Tonnage Capacity .....	100 ton
Year Built .....	1965 - 3 cars 1967 - 7 cars
Years Remaining Life, Average .....	8 years
Bearings .....	Roller Bearings
Body Style .....	Cylindrical
Compartments .....	Four (4)
Hatch Covers .....	Four (4), Round
Gates .....	Four (4) gravity, 13" X 24"
Fair Market Value, per unit .....	\$ 18,000.00
Total .....	<u>\$180,000.00</u>

June 17, 1998

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1011

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1965
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	204,900
Tare Weight	58,100
Tonnage Capacity	263,000
Painted	2/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1012

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	203,400
Tare Weight	59,600
Tonnage Capacity	263,000
Painted	



Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1013

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	204,100
Tare Weight	58,900
Tonnage Capacity	263,000
Painted	6/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1014

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1965
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	203,300
Tare Weight	59,700
Tonnage Capacity	263,000
Painted	6/98

**Excel Railcar Services, Inc.**  
**Kenney, Illinois**  
**Covered Hopper Railcars**

**ERSX 1015**

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1965
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	203,000
Tare Weight	60,000
Tonnage Capacity	263,000
Painted	5/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1016

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	204,000
Tare Weight	59,000
Tonnage Capacity	263,000
Painted	5/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1017

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	204,000
Tare Weight	59,000
Tonnage Capacity	263,000
Painted	5/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1018

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	203,800
Tare Weight	59,200
Tonnage Capacity	263,000
Painted	2/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1019

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hopper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	204,000
Tare Weight	59,000
Tonnage Capacity	263,000
Painted	5/98

Excel Railcar Services, Inc.  
Kenney, Illinois  
Covered Hopper Railcars

ERSX 1020

Product Line	LO Type Covered Hopper Railcar
Style	Cylindrical Hooper (Tear Drop)
Year Built	1967
Cubic Feet Capacity	3850 Cubic Feet Capacity
Compartments	Four (4) Compartments
Gates, Gravity Type	Four (4) Size 24" X 15"
Load Limit (Gross on Rail)	204,300
Tare Weight	58,700
Tonnage Capacity	263,000
Painted	